

RECORDATION NO. 25889 FILED

OCT 7 '05

3-39 PM

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OF COUNSEL
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

October 7, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Chattel Mortgage and Security Agreement, dated September 23, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and address of the party to the enclosed document are:

Bank: Fifth Third Bank
8001 Maryland
Suite 1400
St. Louis, MO 63105

Borrower: Osprey Capital Asset Fund I, LLC
160 Maple Road
West Milford, NJ 07480

Mr. Vernon A. Williams
October 7, 2005
Page Two

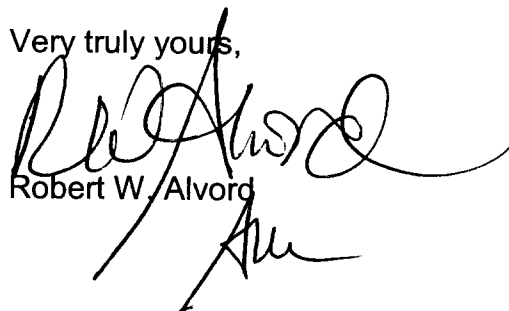
A description of the railroad equipment covered by the enclosed document
is:
50 covered hopper railcars within the series NAHX 95002 – NAHX 96243
A short summary of the document to appear in the index follows:

Memorandum of Chattel Mortgage and Security Agreement

Also enclosed is a check in the amount of \$33.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF
CHATTEL MORTGAGE AND SECURITY AGREEMENT

BY AND BETWEEN

FIFTH THIRD BANK

and

OSPREY CAPITAL ASSET FUND I, LLC

Dated as of September 23, 2005

MEMORANDUM OF CHATTEL MORTGAGE AND SECURITY AGREEMENT

THIS MEMORANDUM OF CHATTEL MORTGAGE AND SECURITY AGREEMENT (this "Memorandum") dated as of September 23, 2005, is made by and between FIFTH THIRD BANK, a banking corporation organized under the laws of the State of Michigan (the "Bank") and OSPREY CAPITAL ASSET FUND 1, LLC, a Delaware limited liability company (the "Borrower").

A. The Bank agreed to extend to the Borrower a term loan to be evidenced by a promissory note payable by the Borrower to the order of the Bank; and

B. To secure the Borrower's Obligations (as defined in the Mortgage, hereinafter defined) to the Bank, the Borrower executed and delivered to the Bank a Chattel Mortgage and Security Agreement dated as of the even date herewith (the "Mortgage"), pursuant to which the Borrower granted to the Bank a continuing, first priority security interest in and to, and lien on, the following collateral:

(a) fifty (50) covered hopper railcars described on Exhibit A attached hereto (collectively, the "Railcars") and all replacements and substitutions thereof;

(b) all improvements, additions, modifications, accessions, attachments, appurtenances and parts appertaining or attached to the Railcars, whether now owned or hereafter acquired;

(c) all logs, books and records pertaining to the use, operation and/or maintenance of the Railcars or otherwise relating to any of the collateral described herein;

(d) all rights, claims and causes of action, if any, which the Borrower may have now or in the future against any manufacturer, rebuilder or seller of the Railcars (or any component thereof) or any other Person (as defined in the Mortgage), by contract or otherwise, in respect of any defect in the Railcars or any part thereof;

(e) any agreement now or hereafter entered into for leasing the Railcars to any third party, including, without limitation, the Railcar Full Service Lease Agreement dated July 13, 2005 between the Borrower (as the partial assignee of Southern Illinois Railcar Company), as lessor, and Orica USA, Inc., as lessee, and the right to receive all payments and other sums due and to become due from time to time thereunder, to receive all notices and give consents, to exercise any election or option, to declare defaults and to demand payment of any sum due in connection therewith;

(f) all rent, damages and other moneys from time to time payable to or receivable by the Borrower in respect of the Railcars; and

(g) all proceeds (cash and non-cash), including insurance proceeds, settlement proceeds and condemnation awards thereof.

[Signatures Appear on Following Page]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized officers, under seal, as of the day and year first written above.

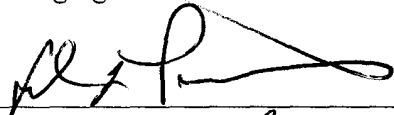
WITNESS: FIFTH THIRD BANK

By: _____
Name:
Title:

WITNESS: OSPREY CAPITAL ASSET FUND I, LLC



By: SOUTHERN ILLINOIS RAILCAR COMPANY,
its Managing Member

By: 
Name: FRED L. PARSONS
Title: PRESIDENT

[Notary Acknowledgements Appear on Following Page]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized officers, under seal, as of the day and year first written above.

WITNESS:

FIFTH THIRD BANK

Margaret Seward

By:

Robert M. Sanders
Name: Robert M. Sanders
Title: Vice President

WITNESS:

OSPREY CAPITAL ASSET FUND I, LLC

By: SOUTHERN ILLINOIS RAILCAR COMPANY,
its Managing Member

By: _____

Name: _____

Title: _____

[Notary Acknowledgements Appear on Following Page]

STATE OF Missouri)
CITY/COUNTY OF St Louis) SS:

On this 28th day of September, 2005, before me, a Notary Public of the City/County and State aforesaid, personally appeared Robert M. Sander, to me personally known, who being by me duly sworn, says that he is a Vice President of Fifth Third Bank, that the seal affixed to the foregoing instrument is the seal of Fifth Third Bank, that said instrument was signed and sealed on behalf of Fifth Third Bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of Fifth Third Bank.

AS WITNESS my hand and notarial seal



Micki Le Sage
Notary Public

My commission expires: 5/17/09

STATE OF MISSOURI)
COUNTY OF ST. LOUIS) SS.

On this ____ day of September, 2005, before me appeared _____, to me personally known, who, being by me duly sworn, did say that he is the _____ of Southern Illinois Railcar Company, an Illinois corporation, and the Managing Member of Osprey Capital Asset Fund I, LLC, a Delaware limited liability company, and that said instrument was signed by such _____ of Southern Illinois Railcar Company, in its capacity as Managing Member of Osprey Capital Asset Fund I, LLC, and said person acknowledged said instrument to be the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written, in the County and State aforesaid.

Notary Public

My Commission expires:

STATE OF _____)
) SS:
CITY/COUNTY OF _____)

On this _____ day of _____, 2005, before me, a Notary Public of the City/County and State aforesaid, personally appeared _____, to me personally known, who being by me duly sworn, says that he is a _____ of Fifth Third Bank, that the seal affixed to the foregoing instrument is the seal of Fifth Third Bank, that said instrument was signed and sealed on behalf of Fifth Third Bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of Fifth Third Bank.

AS WITNESS my hand and notarial seal

Notary Public

My commission expires:

Illinois
STATE OF ~~MISSOURI~~)
Madison) SS.
COUNTY OF ~~ST. LOUIS~~)

On this 26 day of September, 2005, before me appeared Fred L. Parsons, to me personally known, who, being by me duly sworn, did say that he is the President of Southern Illinois Railcar Company, an Illinois corporation, and the Managing Member of Osprey Capital Asset Fund I, LLC, a Delaware limited liability company, and that said instrument was signed by such President of Southern Illinois Railcar Company, in its capacity as Managing Member of Osprey Capital Asset Fund I, LLC, and said person acknowledged said instrument to be the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written, in the County and State aforesaid.



My Commission expires:

10/17/05

Exhibit A to
Memorandum of Chattel Mortgage and Security Agreement

DESCRIPTION OF RAILCARS

Fifty (50) covered hopper railcars bearing car marks and numbers as follows:

NAHX	95002	NAHX	95044
NAHX	95003	NAHX	95046
NAHX	95005	NAHX	95047
NAHX	95007	NAHX	95049
NAHX	95008	NAHX	95050
NAHX	95012	NAHX	95052
NAHX	95014	NAHX	95057
NAHX	95016	NAHX	95058
NAHX	95019	NAHX	95059
NAHX	95020	NAHX	95065
NAHX	95021	NAHX	95066
NAHX	95022	NAHX	95067
NAHX	95023	NAHX	95069
NAHX	95025	NAHX	95071
NAHX	95026	NAHX	95073
NAHX	95029	NAHX	95080
NAHX	95030	NAHX	95081
NAHX	95031	NAHX	95082
NAHX	95033	NAHX	95083
NAHX	95035	NAHX	95087
NAHX	95038	NAHX	95089
NAHX	95039	NAHX	95097
NAHX	95040	NAHX	95098
NAHX	95041	NAHX	95099
NAHX	95042	NAHX	96243